

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11 Case No.:
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GENERAL MOTORS CORP., et al.,	:	09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**ORDER APPROVING RETENTION OF KRAMER LEVIN  
NAFTALIS & FRANKEL LLP AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS, *NUNC PRO TUNC* TO JUNE 3, 2009**

Upon the Application, dated June 17, 2009 (the “**Application**”), of the Official Committee of Unsecured Creditors appointed in the above-captioned cases (the “**Committee**”) for entry of an order authorizing the employment of Kramer Levin Naftalis & Frankel LLP (“**Kramer Levin**”) as attorneys to the Committee effective as of June 3, 2009, all as more fully described in the Application; and upon the Declaration of Thomas Moers Mayer (the “**Mayer Declaration**”), a member of Kramer Levin, dated June 17, 2009, attached to the Application as Exhibit A and the Supplemental Declaration of Thomas Moers Mayer dated June 28, 2009 (the “**Supplemental Mayer Declaration**”); and the Court being satisfied that based on the representations made in the Application and the Mayer Declaration and the Supplemental Mayer Declaration that Kramer Levin is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required under section 327(a) of the Bankruptcy Code, and that Kramer Levin represents no interest adverse to the Committee with respect to the matters upon which it is to be engaged; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein

being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided; and a hearing having been held to consider the relief requested in the Application (the “**Hearing**”); and upon the record of the Hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Application is in the best interests of the Committee and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application is granted as provided herein; and it is further

ORDERED that the Committee is authorized to retain Kramer Levin as counsel, *nunc pro tunc* to June 3, 2009, pursuant to Bankruptcy Code §1103, on the terms described in the Application and the Mayer Declaration, to perform necessary legal services for the Committee; and it is further

ORDERED that payment of Kramer Levin’s fees and expenses shall be made, subject to Bankruptcy Court review and approval, pursuant to the terms described in the Application and the Mayer Declaration, in accordance with the applicable provisions of the Bankruptcy Code (including Code §§ 330 and 331), the Federal Rules of Bankruptcy Procedure, and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. Section 330, dated January 30, 1996, and the local rules and Orders of this Court; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters  
arising from or related to this order.

Dated: New York, New York  
**July 1, 2009**

**/s/ Robert E. Gerber**  
Hon. Robert E. Gerber  
United States Bankruptcy Judge